

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**ORDER GRANTING SANTA ROSA MALL'S EMERGENCY MOTION TO COMPEL
COMPLIANCE WITH THE COURT'S FEBRUARY 8, 2019 SALE ORDER**

(Related Docket Nos. 2507 and __)

Upon *Santa Rosa Mall's Emergency Motion to Compel Compliance with the Court's February 8, 2019 Sale Order* (the "Emergency Motion", Docket No. __), filed by creditor Santa Rosa Mall, LLC ("Santa Rosa Mall"), on April 29, 2019, for entry of an order compelling the Debtors and the Buyer comply with the Court's February 8, 2019 *Sale Order* (Docket No. 2507), all as more fully set forth in the *Emergency Motion*; the Court having jurisdiction to decide the *Emergency Motion* and the relief requested therein pursuant to 28 U.S.C. §§ 157(a)–(b) and 1334(b); and having considered the *Emergency Motion* and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the relief sought in the *Emergency Motion* having been provided, such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having determined that the legal and factual bases set forth in the *Emergency Motion* establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

1. Santa Rosa Mall's *Emergency Motion* (Docket No. __) is GRANTED.
2. The Debtors and the Buyer are hereby ordered to comply with the Court's February 8, 2019 *Sale Order*.
3. Except as set forth in the *Emergency Motion*, nothing contained in this Order is or should be construed as: (a) an admission as to the validity of any claim against the Debtors; (b) a creation of any rights in favor of, or enhancement of the status of any claim held by, any person; (c) a waiver of the

Debtors' or any appropriate party in interest's rights to dispute any claim on any grounds; (d) a promise to pay any claim; (e) a request or authorization to assume any agreement, contract, or lease pursuant to Bankruptcy Code section 365; or (f) a waiver of the Debtors' rights under the Bankruptcy Code or any other applicable law.

4. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to any applicable requirements imposed on the Debtors under the Lease Agreement and into a separate bank account.

5. The stay on effectiveness of this Order imposed by Rule 4001(a)(3) is waived.

6. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Dated: _____, 2019
White Plains, New York

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE